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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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SUBJECT: Ashland Cold Storage Co.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Craig R. Woodward, Esquire
(Name of Person)
Woodward, Pires, Anderson & Lombardo, P.A.
(Firm/Company)
Post Office Box One
(Address)
Marco Island, Fl. 33969
(City/State/Zip)

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SECTION OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

LR 7/27

Craig R. Woodward at (941) 394-5161
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Ashland Cold Storage Co.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 36-2496342
(FBI number, if applicable)

4. May 25, 1962
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

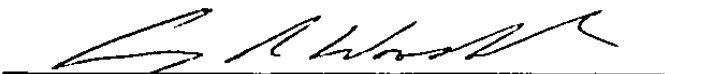
7. 1556 West 43rd Street
Chicago, Illinois 60609
(Current mailing address)

8. Leasing, Exchanging, and Improving Real and Personal Property
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Craig R. Woodward
Office Address: 606 Bald Eagle Drive, Suite 500
Marco Island, 33937
Florida, 33937
(Zip Code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRET
STATE OF FLORIDA
DEPARTMENT OF REVENUE
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____ (SEE ATTACHED LIST)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____ (SEE ATTACHED LIST)

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary E. Scherer, Vice-President - Operations _____
(Typed or printed name and capacity of person signing application)

**ASHLAND COLD STORAGE COMPANY
BOARD OF DIRECTORS**

William R. Rose

Chairman
65 South Barrington Road
Barrington, Illinois 60010

Peter W. Rose

Director
65 South Barrington Road
Barrington, Illinois 60010

Mike Sheridan

Director
65 South Barrington Road
Barrington, Illinois 60010

Dwight Stiehl

Director
65 South Barrington Road
Barrington, Illinois 60010

H. J. Vandenberg, Jr.

Director
65 South Barrington Road
Barrington, Illinois 60010

Gary E. Scherer

Director
Ashland Cold Storage Company, Inc.
1556 W. 43rd Street
Chicago, Illinois 60609

**ASHLAND COLD STORAGE COMPANY
BOARD OF DIRECTORS**

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Warren R. Fuller

Director
65 South Barrington Road
Barrington, Illinois 60010

Ralph P. Miller

Director
910 Dartmouth Drive
Wheaton, Illinois 60187

Bill Simonini

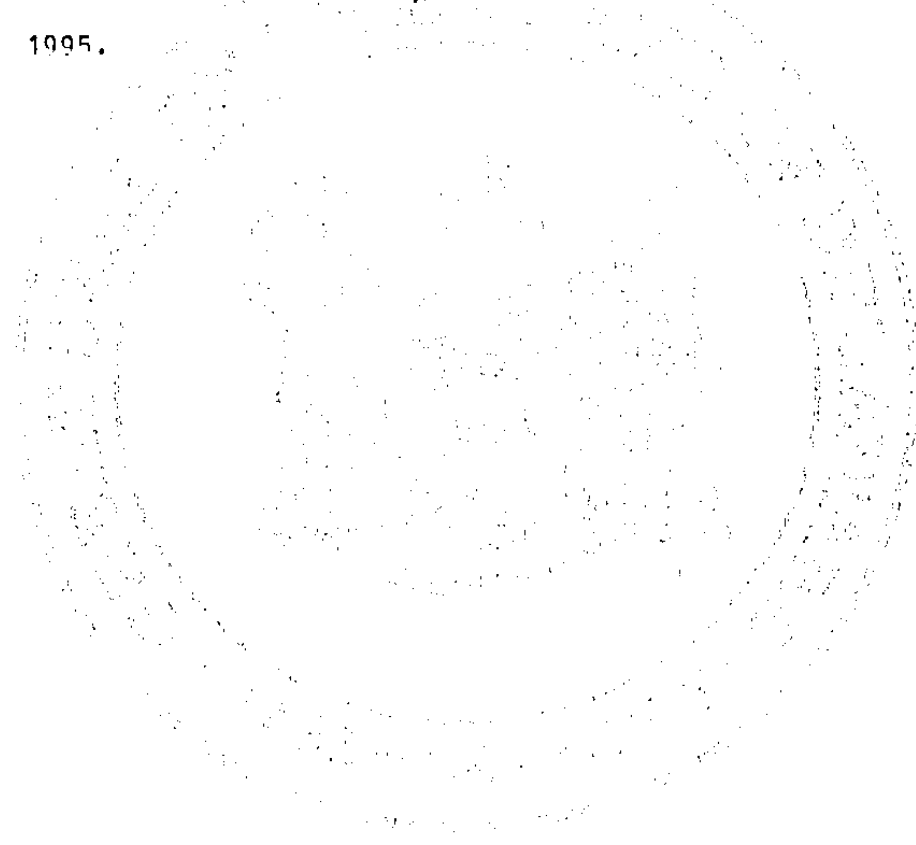
Director
c/o Industrial Cork Company, Inc.
848 Larch
Elmhurst, Illinois 60126

**ASHLAND COLD STORAGE COMPANY
OFFICERS**

President	William R. Rose c/o Rose Packing Company, Inc. 65 South Barrington Road Barrington, Illinois 60010
Vice President	Peter W. Rose c/o Rose Packing Company, Inc. 65 South Barrington Road Barrington, Illinois 60010
Vice President-Operations	Gary E. Scherer Ashland Cold Storage Company, Inc. 1556 W. 43rd Street Chicago, Illinois 60609
Vice President-Sales	James E. Gibbons Ashland Cold Storage Company, Inc. 1556 W. 43rd Street Chicago, Illinois 60609
Vice President-Secretary	H. J. Vandenberg, Jr. c/o Rose Packing Company, Inc. 65 South Barrington Road Barrington, Illinois 60010
Assistant Secretary	Sylvia A. Cegielski Ashland Cold Storage Company, Inc. 1556 W. 43rd Street Chicago, Illinois 60609
Controller	Stanley J. Obrochta Ashland Cold Storage Company, Inc. 1556 W. 43rd Street Chicago, Illinois 60609

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASHLAND COLD STORAGE CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 AM 10:12



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

06-29-95

DATE:

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